

REGISTRATION NO. 60489 Filed & Recorded  
NOV 12 1971 -10 25 AM  
INTERSTATE COMMERCE COMMISSION

November 8, 1971

Interstate Commerce Commission  
Office of the Secretary  
Washington, D. C. 20423

Gentlemen:

In accordance with Section 157.4 of Title 49 of the Code of Federal Regulations, this Letter of Transmittal will serve to effect the attached Release of Security Agreement and Note. The following information is submitted, as requested:

Equipment:	One 20,000 gallon capacity class ICC-111A 100W coiled tank car initialed and numbered TGOX 2085.
Manufacturer:	General American Transportation Corporation.
Purchaser & Lessor:	A. W. Bain, Jr. 12430 Casa Mia Way Los Altos Hills, California 94022
Lessee:	Transgo, Inc. 235 Montgomery Street San Francisco, California
Secured Lender:	The Bank of California, N.A. 400 California Street P. O. Box 45000 San Francisco, California 94145
Item Recorded:	Security Agreement and Note dated December 18, 1968.

**AGREEMENT AND ASSIGNMENT**

dated as of

November 26, 1969

between

**SOUTHERN PACIFIC COMPANY**

and

**SOUTHERN PACIFIC TRANSPORTATION COMPANY**

RECORDATION NO. 6050-13 Filed & Recorded

DEC 22 1969 -11 22 AM

INTERSTATE COMMERCE COMMISSION

Relating to

**Agreement of Conditional Sale**

dated as of January 1, 1969 between

**GENERAL MOTORS CORPORATION  
(Electro-Motive Division)**

and

**SOUTHERN PACIFIC COMPANY**

and

**Agreement and Assignment**

dated as of January 1, 1969

between

**General Motors Corporation  
(Electro-Motive Division)**

and

**The First Pennsylvania Banking and Trust Company**

**as Trustee**

**covering**

**Sale and Purchase of**

**34 locomotives**

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THIS AGREEMENT AND ASSIGNMENT dated as of the 26th day of November, 1969, between SOUTHERN PACIFIC COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Company"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Transportation Company"),

WITNESSETH THAT:

WHEREAS, an Agreement of Conditional Sale (hereinafter called the "Agreement of Conditional Sale") was made between GENERAL MOTORS CORPORATION (Electro-Motive Division), a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Builder"), and the Company, dated January 1, 1969, for the construction, sale and delivery of 34 locomotives (hereinafter collectively called "Railroad equipment"), all in accordance with and subject to the terms and conditions set forth therein; and

WHEREAS, by an Agreement and Assignment dated as of January 1, 1969, (hereinafter called the "Agreement and Assignment"), between the Builder and The First Pennsylvania Banking and Trust Company, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, Trustee as therein mentioned, (hereinafter called the "Bank"), the Agreement of Conditional Sale was

assigned by the builder to the Bank; and

WHEREAS, by Merger Agreement dated February 20, 1969, duly filed as required by law, the Company was merged on November 26, 1969, into Transportation Company, which thereby became the corporate successor of Company and succeeded to all the property (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises of a public as well as of a private nature, exemptions and immunities of the Company, and assumed liability for all obligations of every kind whatsoever, without exception, owed, incurred or assumed by the Company; and in accordance with said Merger Agreement dated February 20, 1969, the Company has agreed to assign and transfer to the Transportation Company, all of its right, title and interest in, to and under said Agreement of Conditional Sale and all supplemental agreements amending said Agreement of Conditional Sale and Agreement and Assignment, and Transportation Company has agreed to assume all the obligations of the Company thereunder;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS  
THAT:

1. The Company, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over unto the Transportation Company, its successors and assigns, all of its right, title and interest in, to and under the Agreement of Conditional

Sale made by the Builder and the Company, dated as of January 1, 1969, and each and every supplemental agreement amending said Agreement of Conditional Sale and Agreement and Assignment, and all right, title and interest of the Company in and to said Railroad Equipment described therein.

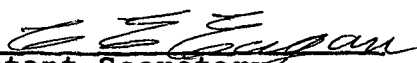
2. The Transportation Company hereby accepts the above assignment and does hereby covenant and agree to assume and fulfill all obligations and covenants of, and to make any and all payments due or to become due from, the Company under the terms and conditions of the Agreement of Conditional Sale, the Agreement and Assignment, and each and every supplemental agreement amending said Agreement of Conditional Sale and Agreement and Assignment.

SOUTHERN PACIFIC COMPANY

[Corporate Seal]

ATTEST:

By   
Senior Vice President

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

[Corporate Seal]

ATTEST:

By   
Vice President and Treasurer

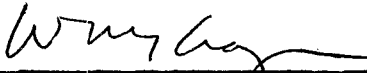
  
Assistant Secretary

The First Pennsylvania Banking and Trust Company,  
a corporation organized and existing under and by virtue of  
the laws of the Commonwealth of Pennsylvania, does hereby  
express its consent to the foregoing Agreement and Assign-  
ment dated as of the 26th day of November, 1969.

Dated at Philadelphia, Pennsylvania,  
this 1st day of DEC., 1969.

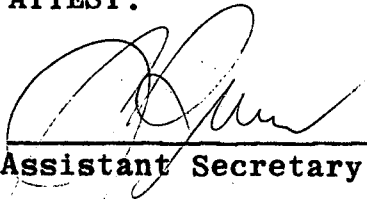
THE FIRST PENNSYLVANIA  
BANKING AND TRUST COMPANY

By



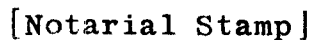
Vice President

ATTEST:



Assistant Secretary

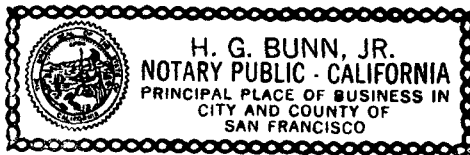
  
Notary Public



State of California )  
 ) ss.  
City and County of San Francisco )

On this 26th day of November, 1969, before me, personally appeared J. B. Reid, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of Southern Pacific Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



My Commission Expires June 27, 1971

[Notarial Stamp]



